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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

January 9, 2003

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

RECORDATION NO. 20443-C
JAN 09 '03 3:35 PM
FILED

Dear Mr. Williams:

SURFACE TRANSPORTATION BOARD

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of Release, dated as of December 30, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Rights which was previously filed with the Board under Recordation Number 20443-B.

The names and addresses of the parties to the enclosed document are:

Grantor: Fifth Third Leasing Company
38 Fountain Square Plaza
Cincinnati, OH 45263

Grantee: DJJ Transportation Services, Inc.
Transportation Services Division
300 Pike Street
Cincinnati, OH 45202

A description of the railroad equipment covered by the enclosed document is

120 railcars ECXX 96001 – ECXX 96120

Mr. Vernon Williams
January 9, 2003
Page Two

A short summary of the document to appear in the index follows:

Release

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anr
Enclosures

RECORDATION NO. 20443-C FILED

JAN 09 '03

3-36 PM

RELEASE

SURFACE TRANSPORTATION BOARD

This Release is entered into as of December 30, 2002 between Joseph Transportation Services, Inc. (formerly DJJ Transportation Services, Inc.), a Delaware corporation ("Joseph") and Fifth Third Leasing Company, an Ohio corporation ("Fifth Third").

WHEREAS, Joseph and Fifth Third are parties to a Purchase and Sale Agreement dated as of February 28, 1997 (the "Agreement") pursuant to which (a) Fifth Third purchased the railroad cars identified on Exhibit A hereto (the "Railcars") and (b) Fifth Third granted Joseph certain rights in such Railcars which operated as a lien upon such Railcars;

WHEREAS, Joseph and Fifth Third memorialized the Agreement of record by filing a Memorandum of Rights dated as of February 28, 1997 between Joseph and Fifth Third (the "Memorandum of Rights") with the Surface Transportation Board (the "STB"); and

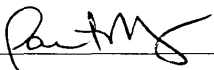
WHEREAS, the Memorandum of Rights was recorded with the STB on March 11, 1997 at 2:00 p.m. and assigned recordation number 20443-B;

NOW THEREFORE, in consideration of the premises and mutual covenants and agreements set forth herein and for other good and valuable consideration, the receipt of which is hereby acknowledged, Joseph and Fifth Third agree as follows:

1. The Memorandum of Rights and the "Rights" of Joseph in the Railcars as described therein are hereby terminated. Joseph hereby (a) releases all rights, interests or claims to, and all liens and encumbrances upon, the Railcars and (b) agrees that such Railcars may be sold, leased or otherwise transferred by Fifth Third free and clear of any interest of Joseph under the Purchase Agreement and without the consent of Joseph.
2. The parties desire to execute this Release for purposes of memorializing of record the agreements set forth herein.
3. This Release may be executed in as many counterparts as shall be determined by the parties hereto when so executed, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

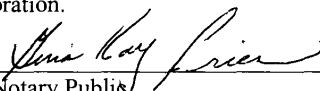
IN WITNESS WHEREOF, the parties hereto have each caused this Release to be duly executed by their respective officers duly authorized as of the date and year first above written.

FIFTH THIRD LEASING COMPANY

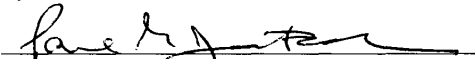
By: 
Title: Asst. Vice President

State of OHIO)
County of HAMILTON) ss

The foregoing instrument was acknowledged before me this 30th day of December, 2002 by James A. Merz, the Assistant Vice President of Fifth Third Leasing Company an Ohio corporation, on behalf of the said corporation.


Notary Public
Hamilton County
My Commission Expires **GINA KAY FRIES**
Notary Public, State of Ohio
My Commission Expires July 4, 2007

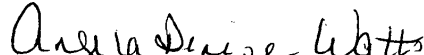
JOSEPH TRANSPORTATION SERVICES, INC.
(Formerly DJJ TRANSPORTATION SERVICES, INC.)

By: 

Title: President

State of OHIO)
County of HAMILTON) ss

The foregoing instrument was acknowledged before me this 30th day of December, 2002 by Paul G. Jantsch, the President of Joseph Transportation Services, Inc. (formerly DJJ Transportation Services, Inc.), a Delaware corporation, on behalf of the said corporation..


Notary Public
Hamilton County
My Commission Expires: _____

ANGELA DENISE WATTS
Attorney at Law
Notary Public, State of Ohio
My Commission Has No Expiration
Date Section 147.03 O.R.C.

EXHIBIT A

RAILCARS: 120 Thrall Gondola cars with Identification Marks ECXX 96001 through ECXX 96120, inclusive.

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